



[6450-01-P]

DEPARTMENT OF ENERGY

[FE Docket Nos. 11-128-LNG, 19-156-LNG]

Change In Control; Dominion Energy Cove Point LNG, LP

AGENCY: Office of Fossil Energy, DOE.

ACTION: Notice of change in control.

SUMMARY: The Office of Fossil Energy (FE) of the Department of Energy (DOE) gives notice of receipt of a Notification in Accordance with Procedures for Changes in Control (Notice) filed by Dominion Energy Cove Point LNG, LP (DECP) in the above-referenced dockets on July 9, 2020. The Notice describes changes in DECP's ownership. The Notice was filed under section 3 of the Natural Gas Act (NGA).

DATES: Protests, motions to intervene, or notices of intervention, as applicable, and written comments are to be filed using procedures detailed in the **Public Comment Procedures** section no later than 4:30 p.m., Eastern time, **[INSERT DATE 15 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*]**.

ADDRESSES:

Electronic Filing by email:

fergas@hq.doe.gov

Regular Mail

U.S. Department of Energy (FE-34)
Office of Regulation, Analysis, and Engagement
Office of Fossil Energy
P.O. Box 44375
Washington, DC 20026-4375

Hand Delivery or Private Delivery Services (e.g., FedEx, UPS, etc.)

U.S. Department of Energy (FE-34)
Office of Regulation, Analysis, and Engagement
Office of Fossil Energy

Forrestal Building, Room 3E-042
1000 Independence Avenue, SW
Washington, DC 20585

FOR FURTHER INFORMATION CONTACT:

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SUPPLEMENTARY INFORMATION:

Summary of Change in Control

DECP states that 75% of its limited partnership interest is currently owned by Dominion MLP Holding Company II, LLC (Dominion MLP Holding), a Virginia limited liability company that is a wholly-owned, direct subsidiary of Dominion Energy Gas Holdings, LLC, which in turn is a wholly-owned subsidiary of Dominion Energy, Inc. (DEI). The remaining 25% of DECP's limited partnership interest is owned by Bowie Acquisitions LLC, an affiliate of Brookfield Asset Management Inc. (Brookfield). The general partnership interest in DECP is currently held by Cove Point GP Holding Company, LLC (Cove Point GP), a Delaware limited liability company and a wholly-owned, direct subsidiary of Dominion MLP Holding.

DECP provides notification of a planned transaction in which Berkshire Hathaway Energy Company (BHE), an Iowa corporation and a subsidiary of Berkshire Hathaway Inc. (a Delaware corporation), will acquire indirect ownership and control of 100% of the general partnership interests of DECP, as well as 25% of DECP's limited partnership interests. DECP states that 50% of its limited partnership interest will continue to be owned directly or indirectly by DEI. Brookfield will continue to own the remaining 25% of DECP's limited partnership interest through Bowie Acquisitions LLC.

According to DECP, BHE is acquiring these interests in DECP as part of a larger transaction, with an enterprise value of approximately \$9.7 billion, involving the acquisition by BHE of a number of subsidiaries of DEI, pursuant to a Purchase and Sale Agreement dated as of July 3, 2020. DECP states that BHE generally will have day-to-day management and control of DECP. DECP will remain the holder of the export authorizations.

Additional details can be found in DECP's Notice, posted on the DOE/FE website at:

https://www.energy.gov/sites/prod/files/2020/07/f76/DECP_BHE_DOE_CIC_filing.pdf

DOE/FE Evaluation

DOE/FE will review DECP's Notice in accordance with its Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas (CIC Procedures).¹ Consistent with the CIC Procedures, this notice addresses DECP's authorizations to export liquefied natural gas (LNG) to non-free trade agreement (non-FTA) countries, granted in DOE/FE Order Nos. 3331-A² (FE Docket No. 11-128-LNG) and 4508 (FE Docket No. 19-

¹ 79 FR 65541 (Nov. 5, 2014).

² DOE/FE Order No. 3331 was subsequently amended by DOE/FE Order Nos. 3331-B and 3331-C.

156-LNG).³ If no interested person protests the change in control and DOE takes no action on its own motion, the proposed change in control will be deemed granted 30 days after publication in the *Federal Register*. If one or more protests are submitted, DOE will review any motions to intervene, protests, and answers, and will issue a determination as to whether the proposed change in control has been demonstrated to render the underlying authorization inconsistent with the public interest.

Public Comment Procedures

Interested persons will be provided 15 days from the date of publication of this notice in the *Federal Register* in order to move to intervene, protest, and answer DECP's Notice.⁴ Protests, motions to intervene, notices of intervention, and written comments are invited in response to this notice only as to the change in control described in DECP's Notice. All protests, comments, motions to intervene, or notices of intervention must meet the requirements specified by DOE's regulations in 10 CFR part 590.

Filings may be submitted using one of the following methods: (1) preferred method: e-mailing the filing to *fergas@hq.doe.gov*; (2) mailing an original and three paper copies of the filing to the Office of Regulation, Analysis, and Engagement at the address listed in **ADDRESSES**; or (3) hand delivering an original and three paper copies of the filing to the Office of Regulation, Analysis, and Engagement at the address listed in **ADDRESSES**. All filings must include a reference to the individual FE Docket Number(s) in the title line, or Dominion Energy Cove Point LNG, LP Change in Control in the title line. **PLEASE NOTE:** If

³ DECP's Notice also applies to its existing authorizations to export LNG to FTA countries and to import natural gas from various international sources, but DOE/FE will respond to those portions of the document separately pursuant to the CIC Procedures, 79 FR 65542.

⁴ Intervention, if granted, would constitute intervention only in the change in control portion of this proceeding, as described herein.

submitting a filing via email, please include all related documents and attachments (e.g., exhibits) in the original email correspondence. Please do not include any active hyperlinks or password protection in any of the documents or attachments related to the filing. All electronic filings submitted to DOE must follow these guidelines to ensure that all documents are filed in a timely manner. Any hardcopy filing submitted greater in length than 50 pages must also include, at the time of the filing, a digital copy on disk of the entire submission.

DECP's Notice, and any filed protests, motions to intervene, notices of intervention, and comments, are available for inspection and copying in the Office of Regulation, Analysis, and Engagement docket room, Room 3E-042, 1000 Independence Avenue, SW, Washington, D.C., 20585. The docket room is open between the hours of 8:00 a.m. and 4:30 p.m., Monday through Friday, except Federal holidays.

DECP's Notice, and any filed protests, motions to intervene, notices of intervention, and comments, will also be available electronically by going to the following DOE/FE Web address:
https://fossil.energy.gov/ng_regulation/.

Signed in Washington, D.C., on July 17, 2020.

Amy Sweeney,
Director, Office of Regulation, Analysis, and Engagement,
Office of Oil and Natural Gas.